AMENDMENTS TO THE CLAIMS:

Claims 2-16, 18-27 and 44-47 are pending in this application. Claims 28 and 30-43 are cancelled herein without prejudice or disclaimer. Claims 9-11, 14, 15, 25-27 and 44-46 are amended herein. This listing of claims will replace all prior versions, and listings of claims, in the application.

LISTING OF CLAIMS:

1. (Cancelled).

2. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, COR^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$.

3. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^2 and R^3 each independently is selected from the group of C_1–C_4 alkyl, and C_1–C_4 haloalkyl.

4. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein:

R^5 and R^7 taken together form a bond;

R^4 and R^6 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, and C_1–C_4 haloalkyl.

5. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein:

R^6 and R^7 taken together are selected from the group of methylidene, and carbonyl;

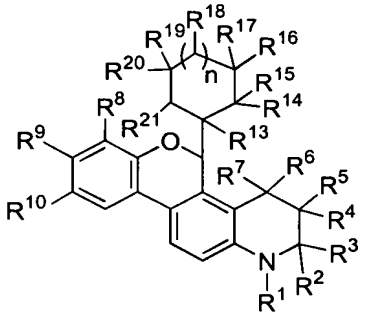
R^4 and R^5 each independently is selected from the group of hydrogen, F, and C_1–C_4 alkyl.

6. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, NO_2, CN, OR^{11}, SR^{11}, C_1–C_6 alkyl, C_1–C_6 heteroalkyl, and C_1–C_6 haloalkyl.

7. (Original) A compound according to claim 6, wherein R^8 through R^{10} each independently is selected from the group of hydrogen, F, and OR^{11}.

8. (Previously presented) A compound according to any one of claims 44, 45 or 46, wherein R^{11} through R^{12} each independently is selected from the group of hydrogen, and C_1–C_4 alkyl.

9. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} and R^{16} taken together form a bond or "–O–" bridge;

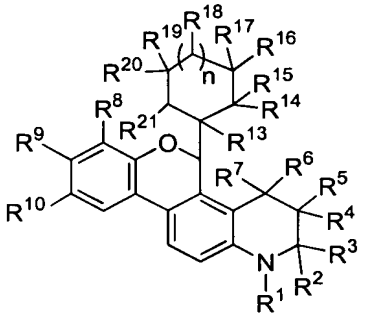
R^{15}, R^{17}, R^{18}, R^{19}, R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, and C_1–C_4 haloalkyl.

R^{21} is hydrogen; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

10. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14}, R^{15}, R^{18}, R^{19}, R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, and C_1–C_4 haloalkyl.

R^{16} and R^{17} taken together are selected from the group of methylidene, mono-substituted methylidene, and di-substituted methylidene;

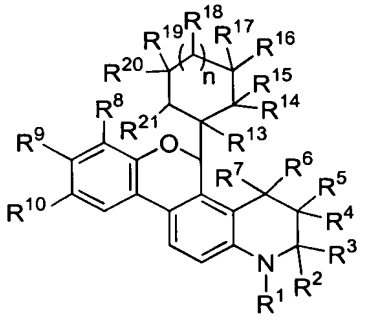
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

11. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14}, R^{15}, R^{17}, R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, and C_1–C_4 haloalkyl R^{16} and R^{18} taken together form a bond when n is 1;

R^{16} and R^{19} taken together form a bond when n is 0;

R^{21} is hydrogen; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

12. (Previously presented) A compound selected from the group of:

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **24**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **25**);

(+)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **27**);

(–)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **28**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **29**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **30**);

(+)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **32**);

(–)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **33**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **34**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **35**);

(+)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **37**);

(–)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **38**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-methoxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **39**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **41**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **42**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclopentenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **44**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclopentenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **45**);

(±)-(*5l,1'l*)-5-(3,5,5-trimethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **47**);

(±)-(*5l,1'u*)-5-(3,5,5-trimethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **48**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **50**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **51**);

(±)-5-(3-methyl-3-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **52**);

(±)-5-(2-cyclopenta-1,3-dienyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **53**);

(±)-(*5l,1'l*)-5-(3-ethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **55**);

(±)-(*5l,1'u*)-5-(3-ethyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **56**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-7-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **58**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-7-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **59**);

(±)-(*5l,1'l*)-5-(3-ethyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **61**);

(±)-(*5l,1'l*)-5-(3-ethylidenecyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **62**);

(±)-(*5l,1'l*)-5-(3-methyl-3-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **63**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-8-methoxy-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **64**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-8-methoxy-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **65**);

(±)-(*5l,1'l*)-5-(2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **67**);

(±)-(*5l,1'u*)-5-(2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **68**);

(±)-5-(1-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **69**);

(±)-(*5l,1'l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **71**);

(+)-(*5l,1'l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **73**);

(–)-(*5l,1'l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **74**);

(±)-(*5l,1'l*)-5-(2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **75**);

(±)-(*5l,1'u*)-5-(2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **76**);

(±)-(*5l,1'l*)-5-(2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-4-methylidene-5*H*-chromeno[3,4-*f*]quinoline (compound **77**);

(±)-(*5l,1'l*)-5-(2-methylidenecyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **79**);

(±)-(*5l,1'u*)-5-(2-methylidenecyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **80**);

(±)-(*5l,1'l*)-5-(2-oxocyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **81**);

(±)-(*5l,1'u*)-5-(2-oxocyclohexyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **82**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-methoxy-1,2-dihydro-1,2,2,4-tetramethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **83**);

(±)-5-(2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]-quinoline (compound **84**);

(±)-(*5l,1'l*)-5-(2,3-dimethyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **85**);

(±)-5-(3-methylidene-cyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **87**);

(±)-(*5l,1'u*)-5-(3-ethylidenecyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **88**);

(±)-*(5l,1'l)*- 5-(2-cycloheptenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **89**);

(±)-*(5l,1'l)*- 5-(2-cyclooctenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-f]quinoline (Compound **91**);

(±)-*(5l,1'u)*- 5-(2-cyclooctenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-f]quinoline (Compound **92**);

(±)-*(5l,1'l)*- 5-(2,3-epoxy-3-methylcyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **94**);

(±)-*(5l,1'l)*- 5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-4-methylene-5*H*-chromeno[3,4-*f*]quinolin-3-ol (Compound **95**);

(±)-*(5l,1'l)*- 5-(2,3-epoxy-2,3-dimethylcyclopentyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **96**);

(±)-*(5l,1'u)*- 5-(2,3-epoxy-3-methylcyclohexyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **97**); and

(±)-*(5l,1'l)*- 5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinolin-4-one (Compound **98**).

13. (Previously presented) A compound selected from the group of:

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **24**);

(–)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-fluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **28**);

(–)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-9-hydroxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **33**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **34**);

(±)-(*5l,1'u*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **35**);

(–)-(*5l,1'l*)-5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **38**);

(±)-(*5l,1'l*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **50**);

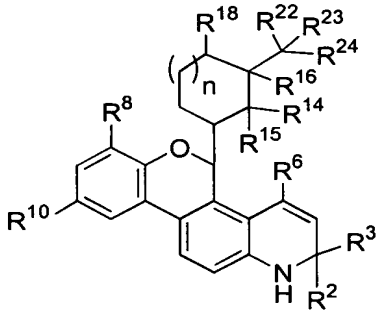
(±)-(*5l,1'u*)-5-(3-methyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **51**);

(±)-(*5l,1'l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **71**);

(–)-(*5l,1'l*)-5-(2,3-dimethyl-2-cyclopentenyl)-7,9-difluoro-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (compound **74**); and

(±)-(*5l,1'l*)- 5-(3-methyl-2-cyclohexenyl)-7,9-difluoro-1,2,3,4-tetrahydro-2,2-dimethyl-5*H*-chromeno[3,4-*f*]quinolin-4-one (Compound **98**).

14. (Currently amended) A compound of the formula:



(II)

wherein:

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

R^6 is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

R^8 and R^{10} each independently is selected from the group consisting of hydrogen, F, Cl, Br, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, C_1–C_4 haloalkyl, allyl, and C_2–C_4 alkenyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{14}, R^{15}, R^{18}, R^{22}, R^{23}, R^{24} each independently is selected from the group of hydrogen, F, Cl, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl;

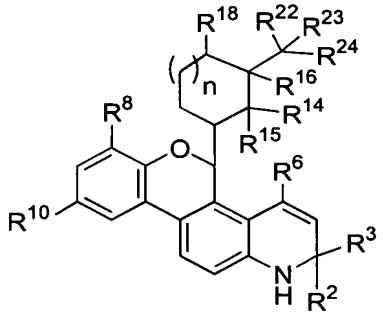
R^{22}, R^{23}, R^{24} together consists of not more than 3 carbon atoms;

R^{16} taken together with one of R^{14}, R^{18}, and R^{22} form a bond or "–O–" bridge;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

15. (Currently amended) A compound of the formula:



(II)

wherein:

R^2 and R^3 each independently is selected from the group of C_1–C_4 alkyl;

R^6 is selected from the group of F, Cl, Br, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

R^8 and R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl;

R^{14}, R^{15}, R^{18}, R^{22}, R^{23}, R^{24} each independently is selected from the group of hydrogen, F, C_1–C_4 alkyl;

R^{16} taken together with one of R^{14}, R^{18}, and R^{22} form a bond or "–O–" bridge;

R^{22}, R^{23}, R^{24} together consists of not more than 3 carbon atoms; and

n is 0, 1, or 2;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

16. (Original) A compound according to claim 15, wherein

R^2 and R^3 each independently is CH_3;

R^6 is selected from the group of F, Cl, Br, CH_3, CH_2CH_3, and CF_3;

R^8 is hydrogen or F;

R^{10} is selected from the group of hydrogen, F, Cl, Br, CN, OH, OCH_3, CH_3, CH_2CH_3, and CF_3;

R^{14} and R^{16} taken together form a bond or "–O–" bridge;

R^{15}, R^{18}, R^{22}, R^{23}, and R^{24} each independently is hydrogen or CH_3.

17. (Cancelled).

18. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, COR^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$.

19. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R^2 and R^3 each independently is selected from the group of C_1–C_4 alkyl, and C_1–C_4 haloalkyl.

20. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein

R^5 and R^7 taken together form a bond;

R^4 and R^6 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, and C_1–C_4 haloalkyl.

21. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein

R^6 and R^7 taken together are selected from the group of methylidene, and carbonyl;

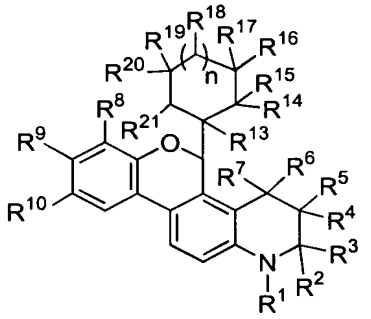
R^4 and R^5 each independently is selected from the group of hydrogen, F, and C_1–C_4 alkyl.

22. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, NO_2, CN, OR^{11}, SR^{11}, C_1–C_6 alkyl, C_1–C_6 heteroalkyl, and C_1–C_6 haloalkyl.

23. (Original) A pharmaceutical composition according to claim 22, wherein R^8 through R^{10} each independently is selected from the group of hydrogen, F, and OR^{11}.

24. (Previously presented) A pharmaceutical composition according to any one of claims 47, 48 or 49, wherein R^{11} through R^{12} each independently is selected from the group of hydrogen, and C_1–C_4 alkyl.

25. (Currently amended) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} and R^{16} taken together form a bond or "–O–" bridge;

R^{15}, R^{17}, R^{18}, R^{19}, R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

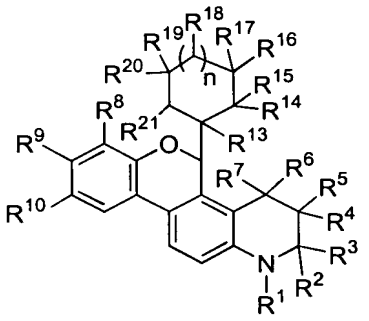
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

26. (Currently amended) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14}, R^{15}, R^{18}, R^{19}, R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

R^{16} and R^{17} taken together are selected from the group of methylidene, mono-substituted methylidene, and di-substituted methylidene;

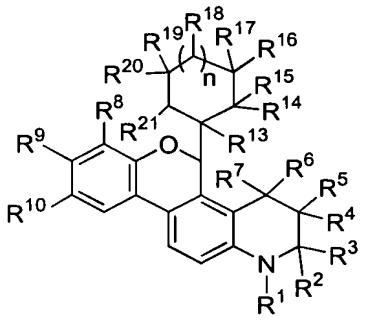
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond; and

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

27. (Currently amended) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14}, R^{15}, R^{17}, R^{20} each independently is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, and C_1–C_4 haloalkyl;

R^{16} and R^{18} taken together form a bond when n is 1; or

R^{16} and R^{19} taken together form a bond when n is 0;

R^{21} is hydrogen; and

n is 0, 1, 2, or 3;

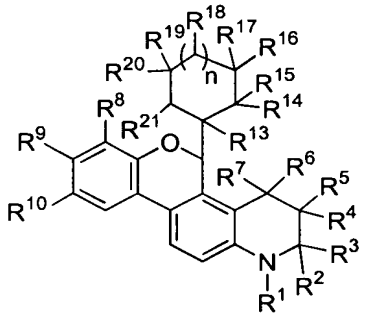
or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

28. (Cancelled)

29. (Cancelled)

30. through 43. (Cancelled)

44. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen;

R^{14} through R^{20} each independently is selected from the group of hydrogen, F, Cl, Br, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^{14} and R^{15} taken together are selected from the group of methylidene, carbonyl and thiocarbonyl; or

R^{16} and R^{17} taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene, carbonyl and thiocarbonyl; or

R^{14} and R^{16} taken together form a bond or "–O–" bridge; or

R^{16} and R^{18} taken together form a bond when n is 1; or

R^{16} and R^{19} taken together form a bond when n is 0;

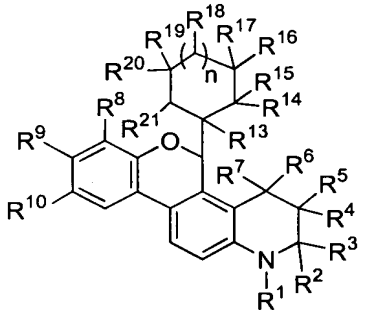
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

45. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen; or

R^{13} and R^{14} taken together form a bond;

R^{14} through R^{20} each independently is selected from the group of hydrogen, F, Cl, Br, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^{14} and R^{15} taken together are selected from the group of methylidene, carbonyl and thiocarbonyl; or

R^{16} and R^{17} taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene, carbonyl and thiocarbonyl; or

R^{14} and R^{16} taken together form a bond or "–O–" bridge;

R^{16} and R^{19} taken together form a bond when n is 0;

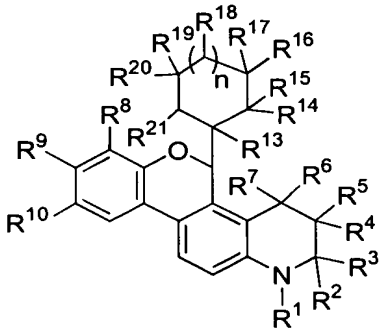
R^{21} is hydrogen; or

R^{21} and R^{20} taken together form a bond;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

46. (Currently amended) A compound of the formula:



(I)

wherein:

R^1 is selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 haloalkyl, C_1–C_4 heteroalkyl, COR^{11}, CO_2R^{11}, SO_2R^{11}, and $CONR^{11}R^{12}$;

R^2 and R^3 each independently is selected from the group of hydrogen, C_1–C_6 alkyl, and C_1–C_6 haloalkyl; or

R^2 and R^3 taken together form a cycloalkyl ring of from three to twelve carbons;

R^4 through R^7 each independently is selected from the group of hydrogen, F, Cl, Br, CN, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^5 and R^7 taken together form a bond; or

R^6 and R^7 taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene and carbonyl;

R^8 through R^{10} each independently is selected from the group of hydrogen, F, Cl, Br, I, NO_2, CN, OR^{11}, $NR^{11}R^{12}$, SR^{11}, COR^{11}, CO_2R^{11}, $CONR^{11}R^{12}$, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, allyl, C_2–C_8 alkenyl and C_2–C_8 alkynyl;

R^{11} and R^{12} each is independently selected from the group of hydrogen, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, and C_1–C_4 haloalkyl;

R^{13} is hydrogen; or

R^{13} and R^{14} taken together form a bond;

R^{14} through R^{20} each independently is selected from the group of hydrogen, F, Cl, Br, OR^{11}, C_1–C_4 alkyl, C_1–C_4 haloalkyl, and C_1–C_4 heteroalkyl; or

R^{14} and R^{15} taken together are selected from the group of methylidene, carbonyl and thiocarbonyl; or

R^{16} and R^{17} taken together are selected from the group of methylidene, mono-substituted methylidene, di-substituted methylidene, carbonyl and thiocarbonyl; or

R^{14} and R^{16} taken together form a bond or "–O–" bridge; or

R^{16} and R^{18} taken together form a bond when n is 1; or

R^{16} and R^{19} taken together form a bond when n is 0;

R^{21} is hydrogen;

n is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

47. (Previously presented) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a compound of any one of claims 44-46.